

UNITED STATES DISTRICT COURT
DISTRICT OF NEW HAMPSHIRE

Planet Fitness International Franchise,

Plaintiff,

v.

JEG-United, LLC

Defendant.

Case No. 1:20-cv-00693-LM

AFFIDAVIT OF JASON BAUMAN

I, Jason Bauman, under penalty of perjury, do depose and state as follows:

1. The statements made in this Affidavit are based upon my personal knowledge and upon a review of the business records of Planet Fitness International Franchise (“Planet Fitness”) in matters for which I have corporate responsibility. I am the Associate General Counsel, Franchising, and have been since March 2020. Prior to that, I was Corporate Counsel, Franchising for Planet Fitness from October 2017 to March 2020.

2. On April 13, 2021, the Court ordered Planet Fitness to submit an affidavit describing the ownership of Defendant JEG-United, LLC (“JEG-United”). I submit this Affidavit in response to the Court’s order.

3. The document attached as **Exhibit 1** to this Affidavit summarizes the information possessed by Planet Fitness regarding the ownership structure of JEG-United. This information was provided to Planet Fitness by JEG-United and/or the entities identified as part of the execution of a franchise agreement. As the Court can see, the ownership structure is complex, with many limited liability companies owned by other limited liability companies, limited partnerships, trusts

and individuals. In short, based on the information available to Planet Fitness, none of the limited liability companies or limited partnerships are formed or are based in New Hampshire and none of the individual members of any of the limited liability companies or trustees of trusts are citizens of New Hampshire.

4. To describe in narrative form the information depicted on **Exhibit 1**, JEG-United, LLC is a Delaware limited liability with a principal place of business located at 2800 Southampton Road, Philadelphia, Pennsylvania 19154.

a. JEG-United is in turn owned by two members, JEG-PF Mexico, LLC and United PF Mex, LLC. Each of those two limited liability companies is formed in Delaware. JEG-PF Mexico, LLC has a principal place of business located at 2800 Southampton Road, Philadelphia, Pennsylvania 19154. United PF Mex, LLC has a principal place of business located at 4635 Boston Lane, Suite 200, Austin, Texas 78735.

i. JEG-PF Mexico, LLC is owned by three individuals: Tom Bock, who, upon information and belief, lives in Pennsylvania; Keven Kelly, who resides in Arizona; and John Williams, who resides in Pennsylvania.

ii. United PF Mex, LLC is owned solely by United PF Partners, LLC, which is a Delaware limited liability company with a principal place of business located at 4635 Boston Lane, Suite 200, Austin, Texas 78735.

5. United PF Partners, LLC is owned by JLM Financial Partners, LLC; EMP PF, LLC; UPFP Pref, LLC; Landry Founders, LLC; and so-called "Silent Investors" Addington Square United PF

Holdings Inc (of Texas); AB Private Credit Investors Middle Market Direct Lending Fund, L.P (of Texas).; and Goldman, Sachs & Co. (a New York corporation). For purposes of this Affidavit, "Silent Investors" refers to entities or individuals who possess ownership interests but do not exert any control or have access to any confidential information.

6. JLM Financial Partners, LLC is a Texas limited liability company with a principal place of business located in Austin, Texas.

a. JLM Financial Partners, LLC is owned by [REDACTED], a Texas limited partnership.

i. AK Blair Partners, L.P. is in turn owned by [REDACTED] an individual residing in Texas; [REDACTED] an individual residing in Texas.

ii. AK Blair Partners, L.P. is also owned by [REDACTED], a Texas limited liability company with a principal place of business in Austin, Texas.

1. AK Blair GP, LLC is owned by [REDACTED], an individual residing in Texas; Shannon G, Owen, an individual residing in Texas.

b. JLM Financial Partners, LLC is also owned by [REDACTED] a Texas limited liability company with a principal place of business in [REDACTED] Texas.

i. MPF Financial, LLC is owned by [REDACTED] a Texas limited liability company with a principal place of business in [REDACTED] Texas.

1. MTP Financial, LLC is owned by the [REDACTED]
[REDACTED], the [REDACTED], the [REDACTED] and the [REDACTED]
Irrevocable Trust, all of which are based in [REDACTED], Texas.
- c. JLM Financial Partners, LLC is also owned by [REDACTED]
[REDACTED] a Texas limited liability company with a principal place of
business located in [REDACTED] Texas.
 - i. JLM Financial Investments 22, LLC is owned by [REDACTED]
[REDACTED] which is described at paragraph 8.b.i, above.
 - ii. JLM Financial Investments 22, LLC is also owned by a so-called
“Silent Partner”, [REDACTED] which is based in Texas.
- d. JLM Financial Partners, LLC is also owned by [REDACTED] a Texas limited
liability company with a principal place of business located in [REDACTED]
Texas.
 - i. EZ PF, LLC is owned by [REDACTED] an individual residing in [REDACTED]
Texas.
- e. JLM Financial Partners, LLC is also owned by [REDACTED] an individual
residing in [REDACTED] Texas.
- f. JLM Financial Partners, LLC is also owned by [REDACTED]
individuals residing in [REDACTED] Texas.
- g. JLM Financial Partners, LLC is also owned by the [REDACTED]
[REDACTED] dated July 5, 2016, and the trustees of that trust reside in [REDACTED]
South Carolina.

- h. JLM Financial Partners, LLC is also owned by the [REDACTED] [REDACTED] dated July 5, 2016, and the trustees of that trust reside in [REDACTED] South Carolina.
- i. JLM Financial Partners, LLC is also owned by several so-called "Silent Investors" who are reflected in the chart below:

Silent Investor: [REDACTED] Address: [REDACTED] TX [REDACTED]
Silent Investor: [REDACTED] Address: [REDACTED], TX [REDACTED]
Silent Investor: [REDACTED] Address: [REDACTED] TX [REDACTED]
Silent Investor: [REDACTED] Address: [REDACTED] TX [REDACTED]
Silent Investor: [REDACTED] Address: [REDACTED], FL [REDACTED]
Silent Investor: [REDACTED] Address: [REDACTED], TX [REDACTED] Contact: [REDACTED]
Silent Investor: [REDACTED] Address: [REDACTED], PA [REDACTED] Contact: [REDACTED]
Silent Investor: [REDACTED] Address: [REDACTED], TX [REDACTED] Contact: [REDACTED]
Silent Investor: [REDACTED] Address: [REDACTED] TX [REDACTED] Contact: [REDACTED]
Silent Investor: [REDACTED] Address: [REDACTED] TX Contact: [REDACTED]
Silent Investor: [REDACTED] Address: [REDACTED], TX [REDACTED] Contact: [REDACTED]
Silent Investor: [REDACTED] Address: [REDACTED], FL [REDACTED] Contact: [REDACTED]
Silent Investor: [REDACTED] Address: [REDACTED] TX [REDACTED] Contact: [REDACTED]
Silent Investor: [REDACTED] Address: [REDACTED], TX [REDACTED] Contact: [REDACTED]
Silent Investor: [REDACTED] Address: [REDACTED], CA [REDACTED] Contact: [REDACTED]
Silent Investor: [REDACTED] Address: [REDACTED], TX [REDACTED]

Silent Investor: [REDACTED]
Address: [REDACTED] TX [REDACTED]
Contact: [REDACTED]
Silent Investor: [REDACTED]
Address: [REDACTED] AZ [REDACTED]
Contact: [REDACTED]
Silent Investor: [REDACTED]
Address: [REDACTED], CA [REDACTED]
Contact: [REDACTED]
Silent Investor: [REDACTED]
Address: [REDACTED], CA [REDACTED]
Contact: [REDACTED]

7. EMP PF, LLC is a Delaware limited liability company with a principal place of business located in Atlanta, Georgia.

a. EMP PF, LLC is an investment vehicle managed by [REDACTED], [REDACTED], and [REDACTED], all of whom, on information and belief, reside in Georgia.

8. UPFP Pref, LLC is a Delaware limited liability company with a principal place of business located in [REDACTED] Texas.

a. UPFP Pref, LLC is owned by [REDACTED], a Delaware limited liability company with a principal place of business located in [REDACTED] South Carolina.

i. PF Lomasney Family LLC is owned by [REDACTED], [REDACTED] individuals residing in [REDACTED], South Carolina.

b. UPFP Pref, LLC is also owned by [REDACTED], a Missouri limited liability company with a principal place of business located in [REDACTED] Missouri.

- i. PF Family Investors, LLC is owned by [REDACTED], [REDACTED], [REDACTED] and [REDACTED], each residing in Missouri as well as [REDACTED], who resides in Kansas.
- c. UPFP Pref, LLC is also owned by [REDACTED] a Missouri limited liability company located in [REDACTED] Missouri.
- i. Landry Preferred, LLC is owned by [REDACTED] and [REDACTED] of Mississippi as well as [REDACTED] of Alabama.
- d. UPFP Pref, LLC is also owned by [REDACTED] a Louisiana limited liability company with a principal place of business located in [REDACTED] Louisiana.
- i. The BAJ2911 Company, LLC is owned by [REDACTED] an individual residing in [REDACTED] Louisiana.
- e. UPFP Pref, LLC is also owned by [REDACTED] a Mississippi limited liability company with a principal place of business located at [REDACTED] Mississippi.
- i. Gulf Coast PF, LLC is owned by [REDACTED] [REDACTED] and [REDACTED] individuals residing in Mississippi.
- f. UPFP Pref, LLC is also owned by several so-called "Silent Partners" who are reflected in the chart below.

Silent Investor:	[REDACTED]
Address:	[REDACTED] NC [REDACTED]
Contact:	[REDACTED]
Silent Investor:	[REDACTED]
Address:	[REDACTED] TX [REDACTED]
Contact:	[REDACTED]
Silent Investor:	[REDACTED]
Address:	[REDACTED] TX [REDACTED]

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9. Landry Founders, LLC is a Mississippi limited liability company with a principal place of business located in [REDACTED] Mississippi.

a. Landry Founders, LLC is owned by [REDACTED] an individual residing in Mississippi.

10. The BAJ2911 Company, LLC, which is described in paragraph 10.d, above.

11. PF Lomasney Family, LLC, which is described in paragraph 10.a, above.

12. PF Family Investors, LLC, which is described in paragraph 10.b, above.

Pursuant to 28 USC §1746, I declare under penalty of perjury that the foregoing is true and correct, as reflected in the documents and information provided to Planet Fitness.

Dated: May 13, 2021

Signed: /s/ Jason Bauman

Jason Bauman
Planet Fitness World Headquarters
4 Liberty Lane West, Hampton, NH 03842